

WC 05-179



April 20, 2005
Via Overnight Delivery

APR 25 2005

FEDERAL MELLON

APR 21 2005

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Ms. Marlene H. Dortch, FCC Secretary
Federal Communications Commission
c/o Mellon Bank
Post Office Box 358145
Pittsburgh, PA 15251-5145

**RE: Notice of Transfer of Control In the Matter of TGEC Communications Co., LLC
d/b/a First World Connect, also d/b/a Free Choice Communications ("TGEC")
And Pacific Centrex Services, Inc. d/b/a PCSI:
Application for Authority to Transfer of Control pursuant to Section 214 of the
Communications Act of 1934, as amended**

Dear Ms. Dortch:

Enclosed for filing please find one (1) original and one (1) copy of the Notice of Transfer of Control filed on behalf of TGEC Communications Co., LLC d/b/a First World Connect, also d/b/a Free Choice Communications ("TGEC") along with the filing fee of \$895.00. TGEC is a certificated interstate interexchange telecommunications carrier. The stock of TGEC is being acquired by Pacific Centrex Services, Inc. d/b/a PCSI. TGEC will continue to operate as a separate, wholly owned subsidiary of PCSI.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-3004 or rnorton@tminc.com.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

Robin Norton, Consultant to TGEC Communications Co., LLC
d/b/a First World Connect, also d/b/a Free Choice Communications

RN/bc

Enclosures

cc: George Haymaker- TGEC
File: TGEC - FCC
tms: FCCx0501

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0589
Page No. ____ of ____

(1) LOCKBOX #

REMITTANCE ADVICE

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card) TECHNOLOGIES MANAGEMENT, INC.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00
(4) STREET ADDRESS LINE NO. 1 210 PARK AVENUE NORTH		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY WINTER PARK	(7) STATE FLORIDA	(8) ZIP CODE 32789
(9) DAYTIME TELEPHONE NUMBER (Include area code) 407-740-8575	(10) COUNTRY CODE (If not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)
0005-0215-06

(12) FCC USE ONLY

IF MORE THAN ONE APPLICATION, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICATION NAME TGEC Communications Co., LLC d/b/a First World Connect, also d/b/a Free Choice Communications		
(14) STREET ADDRESS LINE NO. 1 191 WEST 25TH STREET		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY(16) CITY SAN MATEO	(17) STATE CALIFORNIA	(18) ZIP CODE 94403
(19) DAYTIME TELEPHONE NUMBER (Include area code) 650-596-7302	(20) COUNTRY CODE (If not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0004-3293-06

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$895.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FCC DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, Robin Norton, Consultant to TGEC Communications Co., LLC d/b/a First World Connect, also d/b/a Free Choice Communications ("TGEC"), certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE Robin Norton DATE: April 20, 2005

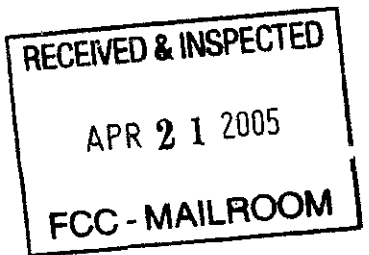
SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____ EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) / authorization herein described.

SIGNATURE _____ DATE _____



Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of
TGEC Communications Co., LLC and
Pacific Centrex Services, Inc.
Application for Transfer of Control
pursuant to Section 214 of the
Communications Act of 1934, as amended

)
)
)
)
)
)
File No. _____

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214, and Sections 63.04, 63.18 and 63.24 of the Commission's Rules, 47 C.F.R. Sections, 63.04, 63.18 and 63.24, TGEC Communications Co., LLC d/b/a First World Connect also d/b/a Free Choice Communications ("Applicant" or "TGEC"), a domestic corporation organized under the laws of California, hereby requests authority for a transfer of control to Pacific Centrex Services, Inc. d/b/a PCS1 ("Buyer" or PCS1").

On April 15, 2005, Applicant and Buyer entered into an Agreement for Transfer of Control (hereinafter "Transfer"). Upon consummation of the Transfer, Buyer will own 100% of the outstanding Capital Units ownership interests in TGEC. TGEC will remain a separate company, wholly-owned and operated by Buyer.

Applicant seeks to sell 100% of its outstanding Capital Units ownership interest to Buyer, a domestic corporation organized under the laws of the State of California. Through the proposed Transfer, Applicant will become a wholly-owned subsidiary of Buyer, however TGEC will continue to exist as a separate entity. TGEC is currently authorized to provide interstate interexchange and international telecommunications services, and will continue to operate after the Transfer. This Transfer will ensure the continued provision of quality service options to customers of TGEC.

*Application for Transfer of Control
TGEC Communications, LLC*

Consummation of the Transfer is scheduled to occur as soon as practicable following the satisfaction of the conditions set forth in the Agreement and receipt of all regulatory approvals.

In support of this Application, Applicant and Buyer provide the following summary information pursuant to §63.18 (a) -(d) of the Commission's rules:

I. THE APPLICANT

Applicant is a privately held limited liability company organized pursuant to the laws of the State of California. Applicant is authorized to provide local exchange and intrastate interexchange telecommunications services in California. Applicant is also authorized to provide interstate interexchange and international telecommunications services. TGEC has received previous international authority under Section 214, ITC-214-97-032, granted February 26, 1997.

Applicant's future operations will be conducted from Buyer's headquarters location:

6855 Tujunga Avenue
North Hollywood, CA 91605
Telephone: (818) 623-2300
Facsimile: (818) 623-2301

II. THE BUYER

Buyer is a privately held corporation organized pursuant to the laws of the state of California. Buyer is authorized to provide local exchange and intrastate interexchange telecommunications services in California. Buyer is also authorized to provide interstate interexchange and international telecommunications services. PCS1 has received previous authority under Section 214, ITC-214-98-335, granted May 13, 1998.

PCS1 is located at:

Pacific Centrex Services, Inc.
6855 Tujunga Avenue
North Hollywood, CA 91605
Telephone: (818) 623-2300
Facsimile: (818) 623-2301

III. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Robin Norton, Consultant to Applicant and Buyer
Technologies Management, Inc.
210 Park Avenue North
Winter Park, Florida 32789
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
email: nmorton@tminc.com

The name and address of the individual who currently handles regulatory affairs on behalf of TGECC is:

George Haymaker, III
191 West 25th Avenue
San Mateo, CA 94403
Phone: 650-596-7302, Ext. 120
Fax: 650-517-1141
e-mail: ghaymaker@firstwc.com

The name and address of the individual who handles regulatory affairs on behalf of PCS1 is:

Raphael Tarpley
530 West 6th Street
Los Angeles, CA 90144
Phone: 213-244-1465
Fax: 213-244-1464
e-mail: rhaephaelt@datavo.com

IV. In support of this Application, Buyer also provides the following summary information pursuant to §63.18 (h) -(p) of the Commission's rules:

- (h) Pacific Centrex Services, Inc. d/b/a PCS1 certifies that there exist no interlocking directorates with any foreign carrier. Buyer submits the following information on its ten percent or greater direct and indirect shareholders or other equity holders:

<u>Name/Address</u>	<u>Ownership %</u>	<u>Citizenship</u>	<u>Principal Business</u>
M. Devin Semler	50%	USA	Telecommunications
Lisa Semler	50%	USA	Telecommunications
6855 Tujunga Avenue North Hollywood, CA 91605			

IV. Continued

- (i) Buyer is not a foreign carrier, nor is it affiliated with nor does it control a foreign carrier as defined in Section 63.09(d), in any destination market.

- (j) Buyer is a California telecommunications carrier with international 214 authority.
 - 1) Buyer is not a telecommunications carrier in any foreign country.
 - 2) Buyer does not control a foreign carrier in any country.
 - 3) Buyer has no affiliated companies, and therefore no entity owns or controls more than 25% of Buyer or controls a foreign carrier.
 - 4) No two or more foreign carriers own, in the aggregate, 25% or more of Buyer, or are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.

- (n) Buyer certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route, where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and will not enter into such agreements in the future.

- (o) Buyer certifies that neither Buyer nor any party to this application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a.

- (p) Applicant requests streamlined processing of this application pursuant to Section 63.12. In support of this request, TGEC states that it is not affiliated with a foreign carrier in a destination market, is not affiliated with a dominant U.S. carrier whose international switched or private line services it plans to resell, nor does it seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.


V. In support of this Application, Applicant and Buyer also provide the following information pursuant to §63.04(a)(7) -(a)(12) of the Commission's rules:

- (7) Both Applicant and Buyer are authorized local and long distance telecommunications services providers in California. Both Applicant and Buyer also provide domestic interstate and international telecommunications to their California customers. Buyer is authorized to provide local exchange and intrastate interexchange telecommunications services in fourteen states, including California. At the present time, Buyer is operating in California and Illinois only.
- (8) This Application qualifies for presumptive streamlined processing under Section 63.03 (b)(2) on the basis that the proposed Transfer will result in Buyer having less than 10 percent share of the interstate, interexchange market; local exchange services will be provided in geographic areas served by a dominant local exchange carrier who is not a party to this Transfer; and neither Applicant nor Buyer is a dominant carrier with respect to any service.
- (9) No other applications related to the Transfer have been filed with the Federal Communications Commission. A notification as to the transfer of customer base has been submitted.
- (10) Neither Applicant nor Buyer request any special consideration as neither party to the transaction are facing imminent business failure.
- (11) No waiver requests have been filed with respect to this transaction, and none are sought.

- (12) Grant of this application will not have any significant impact on competition in the domestic market. However, competition in the market – including that of TGEC - benefits consumers of domestic telecommunications services. The benefits of competition include lower prices and increased availability of a variety of service options. The proposed Transfer described herein will be transparent to customers, and will not result in the change of any rate, term or condition of service. TGEC will continue to market, brand and bill its services in the same name. Significantly, customers should benefit from the proposed transaction, as it will ensure continuity of their telecommunications services. It will also improve Applicant's overall financial condition by replacing high cost debt with lower cost debt, improving cash flow and thus enabling realization of significant economic and marketing efficiencies, thereby allowing Applicant to compete more effectively and efficiently in the competitive telecommunications marketplace, and enhancing its ability to offer high-quality cost-competitive services. Thus, the grant of this application is consistent with the public interest.

VERIFICATION

I, George Haymaker, III, hereby declare under penalty of perjury, that I am President and Chief Executive Officer of Applicant; that I am authorized to make this verification on behalf of Applicant; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.


George Haymaker, III
President and Chief Executive Officer
TGEC Communications, LLC

GEORGE HAYMAKER III
Sworn to and subscribed before me this 14 day of APRIL, 2005.



Notary Public

My Commission expires:



12/25/08

VERIFICATION

I, M. Devin Semler, hereby declare under penalty of perjury, that I am President of Buyer; that I am authorized to make this verification on Buyer's behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



M. Devin Semler
President
Pacific Centrex Services, Inc.

Sworn to and subscribed before me this 19th day of April, 2005.



Notary Public

My Commission expires:

March 30, 2007

